



TVCS D Board of Director's Meeting Minutes

Date: Wednesday, January 13, 2016, 7 – 9 pm

Location: Tomales Town Hall, Tomales, California 94971


DRAFT

Board Members Present: Bill Bonini, President; Donna Clavaud, Dru Fallon O'Neill, Peter MacLaird

Board Members Absent: Deborah Parrish, Vice President

Also Present: Jose Ortiz, TVCS D General Manager; Melinda Bell, Treasurer; Cynthia Hammond, Secretary; Venta Leon, Patty Oku

I. Call To Order

President Bill Bonini called the meeting to order at 7:05 p.m.

II. Open Communication Time for community members and visitors to bring up items they wish to discuss and items that do not appear on the agenda. Added items will be included under Other Business.

III. Approval of January 13, 2016 TVCS D BOD Agenda

President Bill Bonini made a motion to approve the January 13, 2016 TVCS D Meeting Agenda. Dru Fallon O'Neill seconded the motion.

M/S/U

IV. Orientation of new TVCS D Board Members

Donna Clavaud welcomed newly sworn Board Members Dru Fallon O'Neill and Peter MacLaird and new TVCS D General Manager Jose Ortiz. Donna Clavaud thanked FAC for their work on orientation materials for new Board Members.

Donna Clavaud conducted the following orientation presentation for new Board Members Dru Fallon O'Neill and Peter MacLaird. Donna Clavaud made the following bulleted statements, unless otherwise stated:

- Finance Advisory Committee (FAC): looked over the materials that exist for TVCS D and there are very few policies that exist on record. Over the last 15 years, TVCS D embedded certain policy decisions in BOD meeting minutes but there was not a written Policy Manual that stated the approved and comprehensive TVCS D policies and procedures. Over the last 2 years FAC has started to put together a TVCS D Policy Manual, which is very much in progress and FAC continues to work to build a comprehensive TVCS D Policy Manual.

- Conflict of Interest Policy: a critical TVCSD policy with a mandatory form (Form 700), that must be filled out annually by all BOD's, General Manager, and staff. New BOD's must file within thirty (30) days and mandated to send to the County of Marin Elections Office. A copy will be kept in a confidential file in the TVCSD office. An annual filing, Form 700, is a statement of economic interest. It is a statement that BOD's, General Manager and staff cannot have economic conflict of interests and serve in public office.

- Policy on the Role of the Secretary: technically the Secretary gives the oath of office to new BOD's.

- Policy on the Role of Directors: within six (6) months of taking office, and every two (2) years, BOD's must complete Ethics and Sexual Harassment training, both which can be done on-line.

- Policy on Committees: committee members must complete Ethics Training within one (1) month and then every two (2) years upon joining a committee. TVCSD has two (2) committees, Finance Advisory Committee (FAC) and Park Advisory Committee (PAC). Every January, TVCSD Board President must announce each member on TVCSD committees. Committees are defined, and Donna Clavaud suggested reviewing the definitions of FAC and PAC.

Bill Bonini announced the TVCSD Park Advisory Committee (PAC) and Finance Advisory Committee (FAC) Members:

PAC: Margaret Graham (Chair), Walter Earl, Patty Oku, Brian Lamoreaux (Secretary), Eric Knudsen, Beth Koelker

FAC: Melinda Bell (Chair), Donna Clavaud,(Secretary), Deborah Parrish, Venta Leon, Chick Petersen.

- Media and Communications Policy: TVCDS, a government agency, conducts a lot of serious business both in terms of physical assets and financial transactions and dealing with the media must be conducted in a structured and professional manner so accurate information is given out. The TVCSD BOD President must approve media communications. Individual Director's cannot speak on behalf of the BOD's. General Manager must get approval from BOD's for interviews or written statements when communicating with the media.

- Policy on Use of TVCSD Office: a policy hasn't been approved yet for use of TVCSD office. Patty Oku reminded BOD's that the TVCSD office is not ADA compliant. Donna Clavaud stated a policy needs to be defined for use of TVCSD office by staff, committees and the public. Jose Ortiz stated that these issues wouldn't be solved at this BOD meeting.

- Financial Policies: there is a lack of approved Financial Policies, however there are draft policies for investment, CIP, and reserves developed by FAC. These will be refined and are forthcoming for the next Board agenda.

- TVCSD Board Member Handbook: useful document that discusses among other subjects, setting agendas, conduct at BOD meetings, how to make motions, and other valuable meeting protocols.

- Government Documents: contains series of government codes for CSDs. Hard copies will be made available at TVCSD office. These documents are also available on the TVCSD website. Jose Ortiz stated that TVCSD website could develop links to specific documents and there is always the use of County

Counsel. Brian Case is the new County Counsel assistant assigned to TVCSD.

*Donna Clavaud suggested new Board members look at California Special District Association (CSDA) handbook, which explains how to be an effective and successful Board Member. TVCSD is a CSDA member. CSDA is meeting with TVCSD on January 25th, 2016 to discuss how CSDA can assist TVCSD.

- Trainings: Ethics and Sexual Harassment Training is mandatory for new Board members and must be completed within six (6) months. Jose Ortiz will need to see certification of training. Certification is transferable if completed within two (2) years. Jose Ortiz will take a look at Target Solutions which has on-line training. CSDA also provides training.

Brown Act Training is available for free through Legal Counsel and can be conducted in Tomales. Bill Bonini will contact Legal Counsel to discuss when training times are available and will report at the February 10th, 2016 TVCSD BOD meeting.

Patty Oku asked if trainings would be open to TVCSD Committee Members and community members. Jose Ortiz questioned "open" trainings for community members. Patty Oku said past trainings were open to TVCSD committee members and community ratepayers. Jose Ortiz wants to be clear that when trainings are held, it is to satisfy the needs of the TVCSD BOD's and TVCSD committee members to function and be effective in their roles. Patty Oku asked if trainings would be open to committee members. Donna Clavaud stated Legal Counsel will be consulted to see what they are offering. FAC and PAC must follow Brown Act rules at all times.

Parliamentary Procedures workshop was strictly for Board members. Jose Ortiz suggested that if all Board Members take the training, and if Bill Bonini were to be on PAC, he could take the training materials and share with committee members.

W-4 forms were handed out to each Director. Stipends for TVCSD Directors will begin in January 2016.

V: Approval of December 9, 2015 Minutes

Patty Oku stated that in the approval of the November 11th, 2015 minutes, Patty Oku said the RFP and project management for upcoming projects at the Park should be done by the General Manager/Administrator.

Patty Oku states November 11th, 2015 minutes also state that Patty Oku volunteered to do the RFP. Patty Oku doesn't remember volunteering to do RFP and this must be a misunderstanding. Donna Clavaud said Margaret Graham's PAC presentation was lengthy and that statement could have been made.

In further reading of November 11th, 2015 minutes, Patty Oku feels the statement made by Deborah Parrish regarding PAC to create the RFP's and to find other bids for a Project Manager who may be cheaper than Jose Ortiz, makes it seem that TVCSD Board is handing the job of developing the RFP and Project Management over to PAC.

Patty Oku asked Jose Ortiz if part of his work was to oversee Project Management for the Park. Jose Ortiz explained that overseeing Project Management at the Park could be included under his contract as unscheduled work. TVCSD could request proposals to manage park projects.

Patty Oku called the TVCSD phone line and got Melinda Bell. On correspondence memorandum, the number listed (707) 878-2767 currently goes to the plant.

Jose Ortiz, questioned that the new General Manager's first order of business would be the phone issues as reported in the December 9th, 2015 TVCSD Meeting minutes. Donna Clavaud stated that phone issues would be a first order of business "with" the new General Manager since the phone lines have not worked properly.

Donna Clavaud made a motion to approve December 9th, 2015 meeting minutes with corrections.
Dru Fallon O'Neill seconded the motion.
M/S/U

VI. Financial Report (Melinda Bell)

a. Accept Check Registers and Approve Expenditures

President, Bill Bonini made a motion to accept check registers and expenditures. Dru Fallon O'Neill seconded the motion
M/S/U

b. Financial Manager's Report

Melinda Bell reported annual property tax revenue of \$57,000 received in December 2015. Coincidentally the sewer bank account went down \$57,000 in the same month the \$57,000 in the property tax revenue was deposited in the money market account because expenditures for December 2015 in the checking account are \$57,000, which includes \$24,000 in one loan payment and \$17,000 in another loan payment. Bills to pay are minimal. Sewer and Park use of reserve funds were budgeted as income causing budget variances for income when compared to actual income received because no reserve funds have actually been used.

The Park has net income of \$21,000; \$28, 997 was budgeted.

Melinda Bell reported on the phone issue as mentioned above. Email, phone messages and office computer yet to be resolved. Jose Ortiz is now approving invoices except his own.

Melinda Bell brought copies of an analysis and opinion done for the Mosquito and Vector Control Association of California and Vector Control Joint Powers Agency as well as stipend forms for the BOD's. IRS feels strongly that BOD's getting monthly stipends need to be employees. Board Members will be

paid \$50 per BOD or Committee meeting with a maximum monthly cap of \$100, no matter how many BOD or Committee meetings are attended. Sick leave is a state mandated law; Melinda Bell will research Affordable Care Act regarding sick leave accrual.

Donna Clavaud made a motion to pay the BOD stipends quarterly and meeting attendance reports will be submitted by mail to the district PO Box within 15 days after the end of the quarter in order to be paid. President, Bill Bonini seconded the motion.

M/S/U

c. Review and Approve Financial Statements

Financial Statements were reviewed in Financial Manager's Report as noted above.

Jose Ortiz made a correction of his estimated hours from 16 hours per month to 8 hours per week, noting they had been recorded incorrectly. Jose Ortiz and Melinda Bell established a procedure to approve bills, however Jose Ortiz cannot approve his own invoices and Bill Bonini will approve Jose Ortiz invoices.

Dru Fallon O'Neill made a motion to approve Financial Statements. Donna Clavaud seconded the motion.

M/S/U

VII. General Manager's Report

Jose Ortiz confirmed the execution of his Services Contract on December 22nd, 2015 instead of December 15, 2015 as approved by the BOD's. This was done to coincide with insurance coverage limits as specified in the Services Contract with TVCSD so all services would be covered under the new hire limits, particularly with Professional Liability.

In the December 9th, 2015 BOD meeting, approval of General Manager's execution of the contract was contingent upon a ninety (90) day kick off period, a new section (C) was added to the addendum which details a Not to Exceed ninety (90) day kick off period which will be to review existing procedures and records, review existing contracts and agreements, self monitoring reports and regulatory requirements.

Jose Ortiz will report essential needs, monthly demands and a summary of findings to the TVCSD BOD's near the end of the ninety (90) day contract which will not exceed \$12,500 and represents 100 hours or approximately 33 1/3 hours per month. If the BOD agrees with Jose Ortiz findings and recommendations after the ninety (90) day contract, an additional addendum will be added for a nine (9) month period with a "not to exceed amount".

Patty Oku asked Jose Ortiz if the ninety (90) day contract requested Jose Ortiz to attend FAC and PAC meetings for the first three (3) months. Jose Ortiz explained that the ninety (90) contract calls for doing an assessment, conduct general management business and to provide a report and estimate that becomes a basis for the next nine (9) months. Jose Ortiz said he would talk about what his participation would be on the Advisory Committees and doesn't feel it makes sense to attend FAC and PAC meetings unless he is needed to serve a purpose such as attending committee budget meetings. Patty Oku said at the November 11th, 2015 BOD meeting a motion was made to change the conditions of the ninety (90) day contract for Jose Ortiz to participate in FAC and PAC meetings so he would become familiar with members and what was going on.

Bill Bonini explained that Jose Ortiz needs to become familiar with new requirements and to have Jose Ortiz attend two (2) meetings per month, which seem to be under good control, would take up time and feels time needs to be dedicated to reviewing requirements, procedures and reports. Discussion of this was brought up in December 9th, 2015 TVCSD BOD meeting. Jose Ortiz wants to better understand what the Park improvements/schedules are and will do research of Measure A for what qualifies as a reimbursable expense. Melinda Bell has already done some research and Jose will prepare a proposal to the County allowing a 5% administrative cost to cover administration of the Measure A contract.

Five (5) Year Financial Plan: Ready to start development of budget, part of developing a five (5) year financial plan is a critical component to manage assets such as pipes in the street, fields, ponds and storage ponds. Each element has a certain life cycle and eventually will need to be replaced. Marin Grand Jury was asking about Capital Improvement Plans (CIP) to be mentioned on the TVCSD website and queried the SCADA system: Jose reports that the pipes are in good shape and there are forty (40) gallons per minute coming in. Jose Ortiz mentions for those who do not know that he was the Engineer for TVCSD Phase 1 Improvements.

Operations and Maintenance Report: Informational only, no action at this point. Jose Ortiz reports that City Sewer is pumping out FOG (fats, oils and grease) interceptor twice as often. There is no concern unless the layer of fats and oils exits out of the bottom of the 2,000 tank. Jose Ortiz will work with Phillips and Associates to define how to measure. Phillips and Associates is doing the monitoring now.

Jose Ortiz explained there are new Regional Board Waste Discharge Requirements as of May 18th, 2015 that now require additional work. New additions that are required include: 1.) Additional lab testing. 2.) Revision of the Operations and Maintenance Manual (was last done in June, 2010). Revisions of Operations and Maintenance Manual should have been done by August 18th, 2015. 3.) An Annual Wastewater Treatment Monitoring Report. Phillips and Associates currently only provides monthly reports.

Jose Ortiz reported on the brand new Supervisory Control And Data Acquisition (SCADA) system, which provides constant monitoring, and measurements. SCADA constantly generates data such as: what are the levels in the ponds, how many gallons per minute flow into the storage ponds, what is the depth of

the lift station. SCADA allows data to be downloaded and has been underutilized. Jose Ortiz will work with Phillips and Associates to develop reports. Jose Ortiz recommended a tour of the Plant and the Park for new board members. SCADA system can be viewed remotely and TVCSD has contract with Phillips and Associates to operate and maintain the sewer system. If something occurs, Jose Ortiz or Bill Bonini are contacted.

Jose Ortiz said sprinkler heads (about \$660 each) need replacement; Phillips and Associates attaches a 20% surcharge on materials. More efficient to have Phillips and Associates buy the sprinklers. Bill Bonini said a quote was given for sprinkler replacement of \$3,000 about a year ago and requests Jose Ortiz to look into this. Jose Ortiz will get the specifications from Phillips and Associates. The tin roof on the shed is falling apart, and he asked Steve Chase to tarp the roof. Bill Bonini will take a look at the roof. Donna Clavaud appreciates the summary of the General Manager's report and finds the summary very useful.

Jose Ortiz received an email from Scott Hochstrasser requesting sewer connection information/requirements for 195 John Street. Scott Hochstrasser wants to make an application and asked what the connections fees are (\$10,000), an annual charge (\$756) per year and inspection fee (\$250). Jose Ortiz will respond to Scott Hochstrasser via email. Donna Clavaud said there were regulations concerning sewer plant and hook-ups in the TVCSD Handbook but not any forms. Cynthia Hammond will access TVCSD computer to look for application. Jose Ortiz downloaded an Inspection form, which can be tailored to TVCSD needs.

Jose Ortiz recommends that email responses and acknowledgments will be made within fifteen (15) days upon receipt and will exercise judgment in cc'ing replies to Bill Bonini. Donna Clavaud said past emails correspondence used to be attached to the back of the Board packet. Bill Bonin said BOD could make the decision whether or not to include in Board packet. Patty Oku said in the last six (6) months, email notifications of grants and deadlines and none of those made the Board packet and felt the community would like to know this information.

Jose Ortiz said when he looked at the TVCSD Administrator's duties, one of the primary roles was to pursue grants. The General Manager's description currently doesn't include chasing down grants. He said a lot of grants don't include funding the continued maintenance of built projects, such as park maintenance. Jose Ortiz asked Patty Oku what specific grants she looking for and Patty Oku understood that there were sewer improvement grants for delivery systems. Bill Bonin said grants are another issue, Jose Ortiz wasn't hired to chase grants and this is not in his job description, even though Jose Ortiz is experienced with the grant process.

Jose Ortiz said one of the first things he needs to do in the first ninety (90) days is to make an assessment of TVCSD needs. Even if grant money is available it doesn't necessarily mean things need to be replaced for the sake of being replaced.

VIII. Phillips & Associates Report

a. Review reports for November 2015

Sprinklers, tin roof and water issues were mentioned above in General Manager's report. Jose Ortiz will have a more thorough assessment and wants to further investigate the gravel issue.

b. CCTV Inspection Report of Existing Sewer Mains

Bill Bonini and Steve Phillips of Phillips and Associates looked in every manhole and pipe with the TV inspection and everything looks good. Donna Clavaud said there were copies of the report in the TVCSD Office.

XI. Committee Reports

a. Financial Advisory Committee (FAC)

1. Review approved December 14, 2015 minutes

Donna Clavaud reported that the committee put orientation materials together for the new TVCSD BOD's and the committee started working on a five (5) year financial plan. The next meeting is Wednesday, January 27th, 2016 at 6:30 pm in the Tomales Town Hall. Due to schedule changes the FAC will now meet on the last Wednesday of the month.

b. Park Advisory Committee (PAC)

1. Update projects

Bill Bonini said the plans for the gazebo, park entry and water fountain were taken to the County on December 9th, 2015, met with Cathy Peterson, got a waiver of permit fees for non-profit status, and paid \$1370. Plans are now with the Land Development. Met with Curtis Havel, Senior Planner who is reviewing the permit application. Donna Clavaud explained that since there is no park signage and because we are in the coastal zone and are visitor serving, people tend drive right on by and do not access the Park. The plans for a replacement gazebo are necessary as the old one needs to be retired. Havel indicated he would contact us soon. Bill Bonini will follow up.

Jose Ortiz asked if there was an Engineer's estimate for the construction. Bill Bonini verified there was no Engineer's estimate because the engineer wasn't asked to include one. Jose Ortiz suggested that might be something to discuss to compare bids against. Once we put out an RFP for the projects. Donna Clavaud said in the meanwhile there is pressing work that could be addressed at the Park such as the roof repair and ADA ramps to utilize some of the Measure A funding identified in the current Work Plan.

2. PAC requests a TVCSD board member for Park committee. Bill Bonini submitted an application.

Dru Fallon O'Neill made a motion to accept Bill Bonini as a Park Advisory Committee Member for the Tomales Village Community Service District. Donna Clavaud seconded the motion.

M/S/U

3. Spending limit for PAC without TVCSD board approval

Pac is requesting authority to spend up to \$1,000 without Board approval and Bill Bonini questions what the need were as nothing specific was stated. Patty Oku requests guidance from the Board and asks what does TVCSD BOD need from PAC for approval of expenditures and when does PAC needs to seek approval? Bill Bonini requests PAC needs to identify a needs list and bring it back to a Board meeting.

Donna Clavaud suggests that PAC develop park emergency procedures for needed repairs as well as steps to take when there is a broken piece of equipment. Donna Clavaud stressed she was not on the committee but does go to all of the meetings. Bill Bonini will make a recommendation to PAC to develop procedures for emergencies and expense requests. Bill Bonini will write letter to PAC Chair, Margaret Graham to add this to the meeting agenda for discussion and action. The next meeting is Monday, January 25th, 2016 at the Presbyterian Church at 6:30 p.m.

Patty Oku asked Jose Ortiz if he was given a % of time that would be delegated to the Park. Jose Ortiz said the General Manager's services encompasses both areas and TVCSD needs to make sure PAC expenses for administration are allowable under Measure A, and if not, may have to look for alternative sources for funding.

Donna Clavaud reminded everyone that the current Park Measure A Budget doesn't allow for the administered time from Melinda Bell or Jose Ortiz. Jose Ortiz said there was ongoing attention for Park administration such as dispute resolution or if someone got hurt. The big issue is TVCSD cannot violate the funding mechanism and this needs to be clear.

Patty Oku asked again if there was a % delegated to the Park. Jose Ortiz said he would do what the BOD's wanted him to do in regards to the Park. Patty Oku said there were some other park discretionary funds. Bill Bonini and Donna Clavaud both reiterated that the first ninety (90) days of Jose Ortiz contract would emphasize assessment of the overall district.

X. Pending Business

None

XI. Other Business

None

XII. New Business

None

XIII. Correspondence

On Monday, January 25th at 3:30 CSDA is meeting with TVCSD and Dru Fallon O'Neill, Melinda Bell and Donna Clavaud will attend.

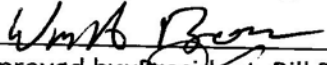
Jose Ortiz asked about the letter from Council Counsel assigning Brian Case and asked Bill Bonini to acknowledge letter and announce TVCSD has a new General Manager.

XIV. Adjournment

President, Bill Bonini made a motion to adjourn the January 13th, 2016 TVCSD BOD meeting. Dru Fallon O'Neill seconded the motion.
M/S/U

Meeting adjourned at 9:34

Next TVCSD BOD Meeting, February 10th, 7 pm at Tomales Town Hall

 Approved by: President, Bill Bonini	2/10/16 Date: 2/10/2016
Attested by: Cynthia Hammond, Secretary	Date:

TVCSD MISSION STATEMENT: *Enhance quality of life, with commitment to the health of the community, by providing dependable wastewater collection, treatment and reuse in an environmentally friendly manner; maintaining safe and reliable recreational park facilities while providing a welcoming forum for active community participation and input.*

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Board of Directors:

Bill Bonini, President • Deborah Parrish, Vice President • Donna Clavaud
Peter MacLaird • Dru Fallon O'Neill